

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF SOUTH CAROLINA**

IN RE:	)	CHAPTER 11
	)	
Jackson & Perkins Wholesale, Inc.,	)	Case No. 10-03365-jw
	)	
<u>Debtor.</u>	)	
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IN RE:	)	CHAPTER 11
	)	
J & P Acquisitions, Inc.	)	Case No. 10-03363-jw
	)	
<u>Debtor.</u>	)	

**DEBTORS' MOTION FOR ORDER DIRECTING JOINT ADMINISTRATION OF THE  
RELATED CHAPTER 11 CASES**

Jackson & Perkins Wholesale, Inc. (“JPW”) and J & P Acquisitions, Inc. (“JPA”) (collectively “Debtors”) hereby file this motion seeking entry of an order directing the joint administration of the above-captioned chapter 11 cases with each other and with the following cases, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”): In re Geo. W. Park Seed Co., Inc. (“Park Retail”), Case No. 10-02431-jw; In re Park Wholesale, Inc. (“Park Wholesale”), Case No. 10-02432-jw; In re Jackson & Perkins Company, Inc. (“JPC”), Case No. 10-02434-jw (collectively “Park Seed Cases”). In support of this motion, Debtors respectively submit the following:

**INTRODUCTION**

The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on May 10, 2010 (the “Petition Date”). The Debtors are operating their businesses as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108, pending the appointment of a trustee. No official committees have been appointed for these cases. An unsecured creditors’ committee has been appointed for the Park Seed Cases (the “Committee”). Concurrently with the filing of this motion, the Debtors have filed a motion seeking appointment of L. Stan Neely, the Chapter 11 trustee in the Park Seed Cases, as Chapter 11 trustee of the Debtors’ estates.

**FACTUAL HISTORY**

JPC and JPW are wholly owned subsidiaries of JPA. JPA owns the Jackson & Perkins trademark, which is essential to the ongoing businesses of the Park Seed Cases. JPA was formed solely for the purpose of purchasing JPC and JPW and holding the trademark. Otherwise, it does

not conduct any business. JPW is a wholesale company that supplies JPC with seeds and plants, which JPC then sells at retail.

JPW and JPA both operate out of the Hodges, South Carolina facility, which is also where the entities in the Park Seed Cases operate. All five companies share employees and management. Don and Glenda Hachenberger (the “Hachenbergers”) and various related trusts own JPA and Park Retail, which, in turn, own JPW, JPC, and Park Wholesale. None of the companies other than Park Retail have employees, but all of the companies receive the benefit of the Park Retail employees. In addition to sharing employees and management, all of the companies share equipment and tools, regardless of which company owns the assets. Any casual observer touring the Hodges facility would be completely unable to differentiate between the five companies.

Prior to the filing of the Park Seed Cases, all of the companies routinely transferred funds back and forth as needed, without regard to the source of the funds. Charles Fox and Kimberly Thomason, respectively, are President and General Counsel for all companies, but, prior to the filing of the Park Seed Cases, they were paid exclusively by JPA for their services. JPA paid the professional fees for services provided to all of the entities and for services in connection with the filing of the Park Seed Cases. As shown on the bankruptcy schedules, the companies have all pledged collateral for and guaranteed many of the same debts. Data storage for all of the companies is located in one data site and maintained by Park Retail.

#### **RELIEF REQUESTED**

In order to optimally administer the Debtors’ pending Chapter 11 cases, the Debtors seek entry of an order pursuant to Bankruptcy Rule 1015(b) authorizing the joint administration of the Debtors’ cases with each other and with the Park Seed Cases. Specifically, the Debtors request that the Clerk of Court maintain one file and one docket for all of the jointly administered cases under the case number assigned to Park Retail, which is currently the docket for the three Park Seed Cases. The Debtors also request that the Debtors’ cases be added to the consolidated caption of the Park Seed Cases.

#### **BASIS FOR RELIEF REQUESTED**

Bankruptcy Rule 1015(b) provides, in pertinent part, that “(i)f...two or more petitions are pending in the same court by or against...a debtor and an affiliate, the Court may order a joint administration of the estates.” The Debtors are “affiliates” of each other and of the entities involved

in the Park Seed Cases, as that term is defined under § 101(2) of the Bankruptcy Code.

Accordingly, the Bankruptcy Rules authorize the Court to grant the relief requested therein.

Given the integrated nature of the Debtors' operations, with each other and with the entities in the Park Seed Cases, joint administration of the Debtors' cases with the Park Seed Cases will provide significant administrative convenience without harming the substantive rights of any party in interest. The entry of an order directing joint administration of the Debtors' cases with the Park Seed cases will reduce fees and costs.

WHEREFORE the Debtors respectfully request entry of an order directing joint administration of the Debtors' cases with the Park Seed Cases and granting such other and further relief as is just.

RESPECTFULLY SUBMITTED on this the 10<sup>th</sup> day of May, 2010, at Columbia, South Carolina.

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